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**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

CAPITOL RECORDS, LLC; CAROLINE
RECORDS, INC.; VIRGIN RECORDS
AMERICA, INC.; COLGEMS-EMI MUSIC
INC.; EMI APRIL MUSIC INC.; EMI
BLACKWOOD MUSIC; EMI FEIST
CATALOG INC.; EMI FULL KEEL MUSIC;
EMI GOLDEN TORCH MUSIC CORP.;
EMI GOLD HORIZON MUSIC CORP.;
EMI GROVE PARK MUSIC, INC.; EMI
LONGITUDE MUSIC; EMI MILLER
CATALOG INC.; EMI ROBBINS CATALOG
INC.; EMI U CATALOG, INC.; EMI VIRGIN
MUSIC, INC.; EMI VIRGIN SONGS, INC.;
EMI WATERFORD MUSIC, INC.; JOBETE
MUSIC CO. INC.; SCREEN-GEMS-EMI
MUSIC INC.; STONE DIAMOND MUSIC,

Plaintiffs,

v.

SEEQPOD, INC., FAVTAPE.COM,
KASIAN FRANKS, RAF PODOWSKI,
SHEKHAR LODHA, and RYAN SIT,

Defendants.

No. 1:09-cv-01584-LTS

**DECLARATION OF
KASIAN FRANKS IN SUPPORT
OF MOTION TO DISMISS**

I, KASIAN FRANKS, declare:

1. I respectfully submit this declaration in support of my motion to dismiss the Complaint against me on the ground of lack of personal jurisdiction. I am a resident of California. I do not now live, nor have I ever lived, in New York. I do not own any property or maintain any bank accounts in New York. I do not have a phone listing in New York. I do not transact, and have not transacted, business on behalf of SeeqPod, Inc. ("SeeqPod") in New York, either personally or through any agent. I do not derive any personal income from any business or source in New York. I have not paid any income or real estate taxes to New York. I have never stayed in New York for any significant continuous length of time. I have not entered into any contracts on behalf of SeeqPod in New York. Nor have I entered into any contracts on behalf of SeeqPod which contain New York choice of law clauses.

2. It appears that I have been named as a defendant because I am Chief Executive Officer and a Director of SeeqPod. SeeqPod is a Delaware corporation based in Emeryville, California. SeeqPod, through its Web site www.SeeqPod.com, provides Internet users with a satisfying way to find, play, and enjoy playable Web content (only 5% of which is music). Other than being available to New York residents over the Internet, SeeqPod transacts no business in New York. SeeqPod has no bank accounts or property in New York, has no phone listing in New York, has no agents in New York, does not use any individuals or companies in New York to promote its interests, has never solicited business in New York, and has no contracts anywhere to supply goods or services in New York. The web site www.SeeqPod.com has been registered in Berkeley, California since its inception.

3. SeeqPod is a company that respects all traditional corporate formalities. We are governed by a four-member Board of Directors, and operated day-to-day by an experienced management team. I have all the usual duties and responsibilities of a CEO of a 30+ employee

company. The rest of our management team is comprised of: Mike Muldoon, Chief Technology Officer and Vice President of Engineering; Jim Leftwich, Chief Experience Officer; Steve Doss, Vice President of Mobile Products; Mario Wilson, Vice President of Business Development; and LauriAnne Lassek, Vice President of Marketing and Community Development.

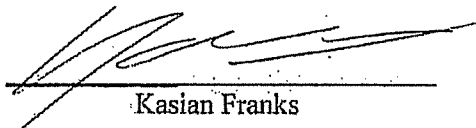
4. The Complaint that was filed in this case contains numerous misrepresentations and inaccuracies about SeeqPod and its technology. Perhaps most significantly, the Complaint falsely implies that our technology is targeted at music searching and downloading. It is not. Approximately 95% of SeeqPod's searches are directed to non-music Internet sources, and our site does not allow music downloading of any kind. Rather, SeeqPod is a search engine, like Google, only with a remarkable proprietary technology which was developed at the United States Department of Energy's Lawrence Berkeley National Labs. Indeed, the Department of Energy remains a material shareholder of SeeqPod. SeeqPod has five pending patents for its inventions, and last year won a prestigious R&D 100 Award for its technology.

5. As SeeqPod's Chief Executive Officer, I receive a monthly salary, plus medical and dental insurance, and a monthly housing allowance. I have received no further consideration. I am a company stockholder, but the stock has never paid any dividends. Indeed, since its founding, the company has generated less than \$10,000 in total revenues, and no profits. The company filed for bankruptcy this week.

6. To the best of my knowledge, SeeqPod has never received a "take-down" notice from any of the plaintiffs pursuant to the Digital Millennium Copyright Act.

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

Executed this 3rd day of April, 2009 at Berkeley, California.



Kasian Franks